RECORDATION NO. 30278 FILES

JUL 02 12 -4 18 PM



June 28, 2012

VIA FEDERAL EXPRESS

Chief, Section of Administration Office of Proceedings Surface Transportation Board 395 E Street, S.W. Washington, D.C. 20423

Dear Section Chief:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement dated as of May 24, 2012.

This Agreement is a primary document.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)

101 North Wacker Drive Chicago, Illinois 60606

Seller: Greenbrier-Concarril L.L.C. (Manufacturer)

One Centerpointe Drive, Suite 200

Lake Oswego, OR 97035

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
60'-9" HQ Plate F Box	XM	1,050	TBOX	662200-663249
Car				

Chief, Section of Administration Page Two June 28, 2012

Enclosed is our check in the amount of \$41.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement covering 1,050, 60'-9" HQ Plate F Box Cars; TBOX, numbered 662200-663249."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Sincerely,

Karen N. Latham

Treasurer

Enclosures

k \trsere\letters\filings\chiefgreen 2012 06 28.doc

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of May 24, 2012, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Greenbrier-Concarril L.L.C., a Delaware limited liability company, with an address at Suite 200, One Centerpointe Drive, Lake Oswego, Oregon 97035 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of May 24, 2012 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW. THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER-CONCARRIL L.L.C.

TTX COMPANY

By: Katalen Savard
Vice President and Chief Financial Officer

STATE OF OREGON)
)SS: COUNTY OF CLACKAMAS)
On this 30 th day of, 2012, before me personally appears for me personally known, who by me duly sworn, says that he is of Greenbrier-Concarril L.L.C. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.
OFFICIAL SEAL SHERI CLARKE GRETHER NOTARY PUBLIC-OREGON COMMISSION NO. 442318 Notary Public
MY COMMISSION EXPIRES NOVEMBER 8, 2013
(SEAL)
My Commission expires: November 8, 2013
STATE OF ILLINOIS))SS:
COUNTY OF COOK)
On this day of June, 2012 before me personally appears Kathleen M. Savard, to me personally known, who by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.
ERIC R ENSTROM OFFICIAL MY COMMISSION EXPRESS SEATLES SEPTEMBER 10, 2015
(SEAL)

My Commission expires:

SCHEDULE 1 TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT DATED MAY 24, 2012

TTX Contract T-4A11-F Greenbrier-Concarril Lot R40415

EQUIPMENT

1,050 TBOX Cars marked 662200 through 663249 (both inclusive).

m·\contracts\greenbrier\memot4a11f.doc